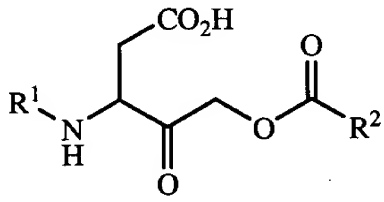
This listing of claims replaces all prior versions and listings of claims in the application. The amendments to pending claims 1, 50, and 52-55 that are requested herein are illustrated in this listing, and pending claim 61 is shown as cancelled, as discussed further below.

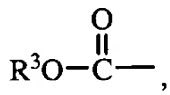
Listing of Claims

1. (**Currently Amended**) A compound of the Formula I



I

wherein R^1 is



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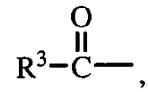

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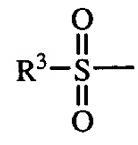

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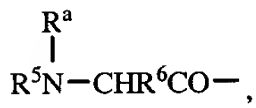

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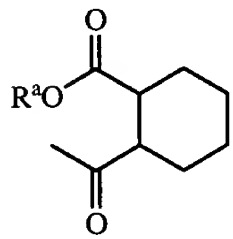

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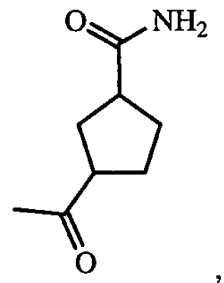

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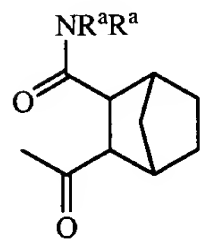

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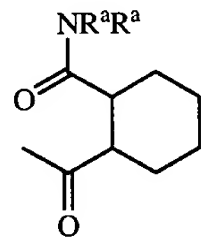

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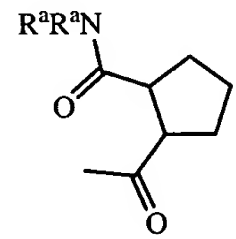
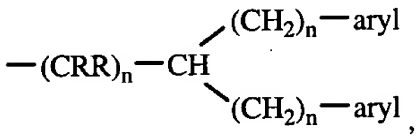
or

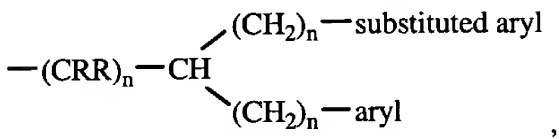


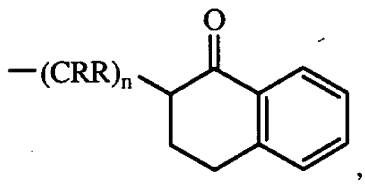
;

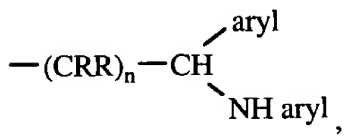
each R^a is independently hydrogen, C_1-C_6 alkyl, or -$(CH_2)_n$ aryl;

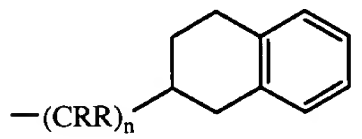
R^2 is —$(CRR)_n$-aryl,
—$(CRR)_n$-X-aryl,
—$(CRR)_n$-(substituted-aryl),
—$(CRR)_n$-X-(substituted-aryl),
—$(CRR)_n$-aryl-aryl,
—$(CRR)_n$-aryl-$(CH_2)_n$-aryl,
—$(CRR)_n$-$CH(aryl)_2$,
—$CRR)_n$-cycloalkyl,
—$(CRR)_n$-X-cycloalkyl,

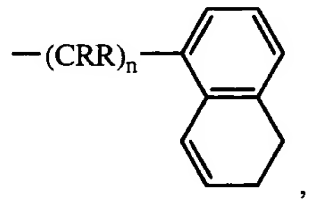








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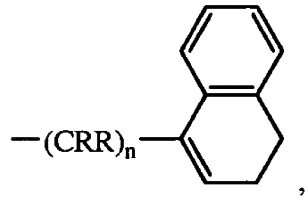
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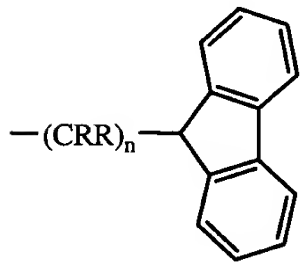
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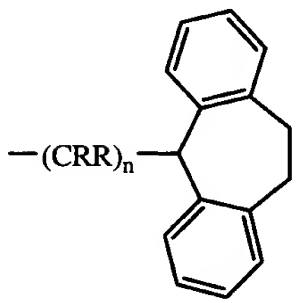
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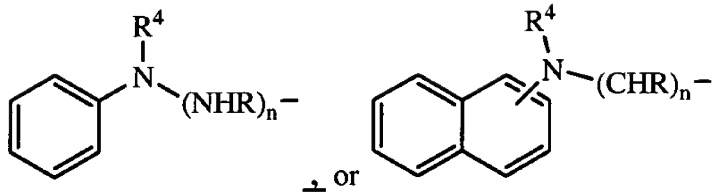

;

each R is independently hydrogen, C_1-C_6 alkyl, halogen or hydroxy;

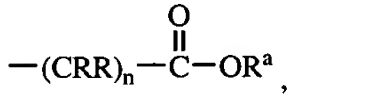
X is O or S;

R^3 is C_1-C_6 alkyl,

aryl,

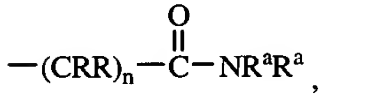
—$(CHR)_n$-aryl,

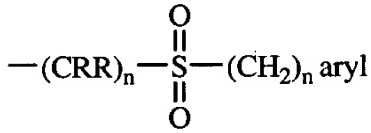
—$(CHR)_n$-substituted aryl,

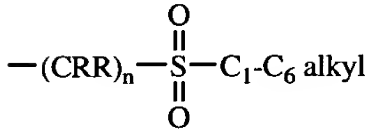


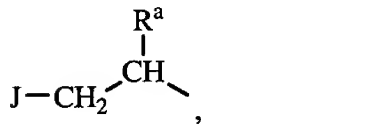
cycloalkyl,

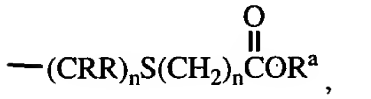
substituted cycloalkyl,

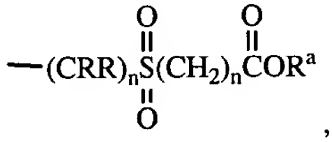












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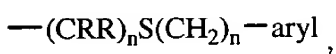

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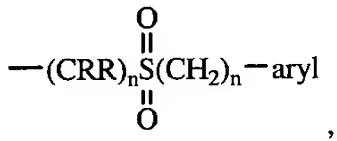

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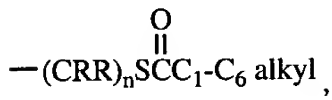

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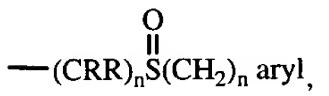

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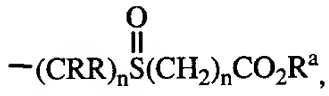

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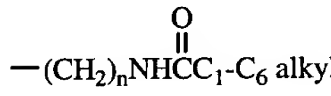

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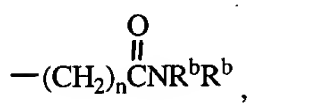

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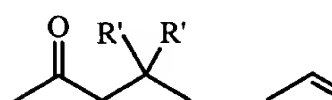


,

;

each R′ is independently C_1-C_6 alkyl,
C_1-C_6 alkylaryl,

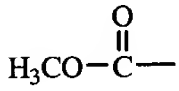
aryl, or
hydrogen;

each J is independently
—CO_2R^b,
—$CONR^bR^b$,
—$SO_2NR^bR^b$, or
—SO_2R^b;

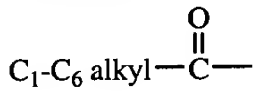
each R^b is independently hydrogen, C_1-C_6 alkyl, aryl, substituted aryl, arylalkyl, or substituted arylalkyl;

R^4 is hydrogen,

C_1-C_6 alkyl,

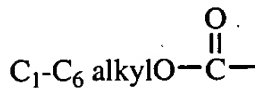


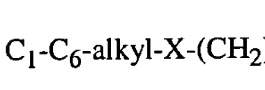
—phenyl, or



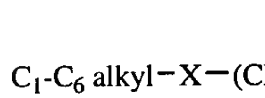
R^5 is C_1-C_6 alkyl-CO—,

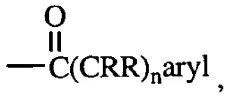
—$(CH_2)_n$aryl,

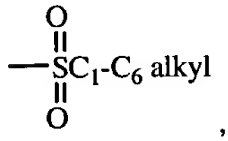


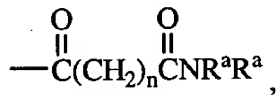


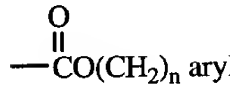
C_1-C_6-alkyl-X-$(CH_2)_n$CO,

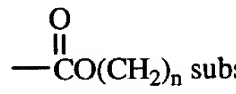


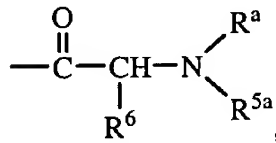








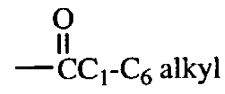


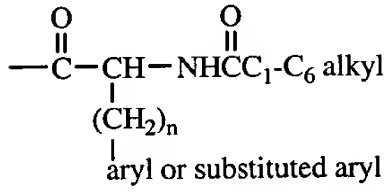


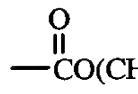
—$(CH_2)_nX(CH_2)_n$-aryl, or

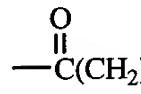
—C_1-C_6 alkyl X-C_1-C_6 alkyl aryl;

R^{5a} is



, 

, 

, or 

;

R^6 is hydrogen, C_1-C_6 alkyl, —$(CH_2)_n$ aryl, —$(CH_2)_nCO_2R^a$, or hydroxyl substituted C_1-C_6 alkyl;

each n is independently 0 to 3, and the pharmaceutically acceptable salts thereof;

excluding the following compounds:

N-(3-Phenylpropionyl)-L-valine-L-alanine-L-aspartic acid 2,6-dihydroxy-benzoyloxy methyl ketone;

N-(3-Phenylpropionyl)-L-valine-L-alanine-L-aspartic acid 2,6-dimethyl-benzoyloxy methyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 2,6-ditrifluoromethyl benzoyloxymethyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 2,6-dimethoxybenzoyloxy methyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 2,6-dichloro-3-(benzyloxy)benzoyloxy-methyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 2-acetamido-6-chlorobenzoyloxymethyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 2,6-difluorobenzoyloxymethyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 3-(N-butylsulfonamido)-2,6-dichlorobenzoyloxy methyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 2,6-dichloro-3-sulfonamido benzoyloxy

methyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 3-(N-benzylsulfonamido)-2,6-dichlorobenzoyloxy methyl ketone;

N-Benzyloxycarbonyl-L-aspartic acid 3-(N-(2-aminoacetamidoyl)-sulfonamido)-2,6-dichloro benzoyloxymethyl ketone;

N-Methoxycarbonyl-L-alanine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Methoxycarbonyl glycine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Methoxycarbonyl-L-phenylalanine-L-aspartic acid 2,6-dichlorobenzoyloxy methyl ketone;

N-Methoxycarbonyl-L-valine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Benzyloxycarbonyl-L-valine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Benzyloxycarbonyl-L-alanine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Benzyloxycarbonyl-L-valine-L-alanine-L-aspartic acid 2,6-dichlorobenzoyloxy methyl ketone;

N-(3-Phenylpropionyl)-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Methoxycarbonyl-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-(4-N,N-dimethylaminomethyl)benzoyl-L-aspartic acid 2,6-diclorobenzoloxy methyl ketone;

N-Benzyloxycarbonyl-D-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Methoxy-glycine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Methoxy-L-alanine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Methoxy-L-valine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Benzyloxy-L-valine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Benzyloxy-D-alanine-L-aspartic acid 2,6-dichlorobenzoyloxymethyl ketone;

N-Benzyloxy-L-alanine-L-alanine-L-aspartic acid 2,6-dichlorobenzoyloxy methyl ketone;

N-Benzyloxy-L-valine-L-alanine-L-aspartic acid 2,6-dichlorobenzoyloxy methyl ketone;

N-Benzyloxy-D-alanine-L-alanine-L-aspartic acid 2,6-dichlorobenzoyloxy methyl ketone;

N-(N-phenylpropionyl-valinyl-alaninyl)-3-amino-4-oxo-5-(2,6-bistrifluoro methylbenzoyloxy) pentanoic acid;

N-(N-phenylpropionyl-valinyl-alaninyl)-3-amino-4-oxo-5-benzoyloxy pentanoic acid;

3-Phenylpropionyl-L-valine-L-alanine-aspartic acid 2-phenylethylcarbonyloxy

methyl ketone;

Adamantane-1-carboxylic acid 3-[2-(2-benzyloxycarbonylamino-3-methyl-butyrylamino)-propionylamino]-4-carboxy-2-oxo-butyl ester;

3-[2-(2-Benzyloxycarbonylamino-3-methyl-butyrylamino)-propionylamino]-5-diphenylacetoxy-4-oxo-pentanoic acid;

2,6-Dichloro-benzoic acid 3-(5-benzyloxycarbonylamino-naphthalene-1-sulfonylamino)-4-carboxy-2-oxo-butyl ester;

2,6-Dichloro-benzoic acid 3-[2-(3-benzyloxycarbonylamino-phenyl)-propionylamino]-4-carboxy-2-oxo-butyl ester;

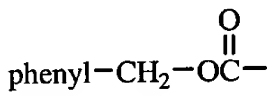
2,6-Dichloro-benzoic acid 3-[2-(6-benzyloxycarbonyloxy-naphthalen-2-yl)-propionylamino]-4-carboxy-2-oxo-butyl ester;

2,6-Dichloro-benzoic acid 3-(5-benzyloxycarbonylamino-naphthalene-1-sulfonylamino)-4-carboxy-2-oxo-butyl ester;

2,6-Dichloro-benzoic acid 3-[(5-benzyloxycarbonylamino-naphthalene-1-carbonyl)-amino]-4-carboxy-2-oxo-butyl ester; and

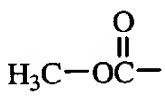
2,6-Dichloro-benzoic acid 3-[(4-benzyloxycarbonylamino-cyclohexanecarbonyl)-amino]-4-carboxy-2-oxo-butyl ester.

2. **(Original)** A compound according to Claim 1 wherein R^1 is



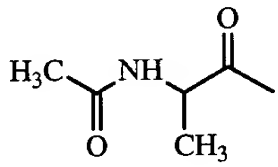
3. **(Original)** A compound according to Claim 1 wherein R^1 is phenyl-SO_2—.

4. **(Original)** A compound according to Claim 1 wherein R^1 is

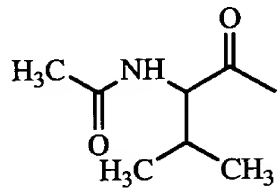


5. **(Original)** A compound according to Claim 1 wherein R^1 is phenyl-CH_2CH_2-CO—.

6. (**Original**) A compound according to Claim 1 wherein R^1 is



7. (**Original**) A compound according to Claim 1 wherein R^1 is



8. (**Original**) A compound according to Claim 1 wherein R^1 is phenyl-CH_2-CO—

9. (**Previously Cancelled**).

10. (**Original**) A compound according to Claim 1 wherein each R^a is hydrogen.

11. (**Original**) A compound according to Claim 1 wherein R^2 is —$(CH_2)_n$-phenyl.

12. (**Original**) A compound according to Claim 1 wherein R^2 is — $(CH_2)_n$-naphthyl.

13. (**Original**) A compound according to Claim 1 wherein R^2 is — $(CH_2)_n$-O-phenyl.

14. (**Original**) A compound according to Claim 1 wherein R^2 is —$(CH_2)_n$-O-naphthyl.

15. (**Original**) A compound according to Claim 1 wherein R^2 is —$(CH_2)_n$-S-phenyl.

16. (**Original**) A compound according to Claim 1 wherein R^2 is—$(CH_2)_n$-CH(phenyl)$_2$.

17. (**Previously Amended**) A compound according to Claim 1 wherein each R^a is hydrogen; R^1 is benzyloxycarbonyl; R^2 is aryl-X$(CRR)_n$—, aryl-$(CRR)_n$—, or cycloalkyl-$(CRR)_n$—; n is 1, 2, or 3; X is O or S; and R is hydrogen, methyl, or benzyl.

18. (**Previously Amended**) A compound according to Claim 1 wherein each R^a is hydrogen;

R^1 is benzyloxycarbonyl; and

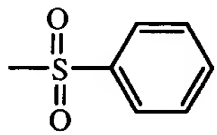
R^2 is —$(CH_2)_n$-naphthyl,
—$(CH_2)_n$-phenyl,
—$(CH_2)_n$-cycloalkyl,
—$(CH_2)_nO(CH_2)_n$-naphthyl,
—$(CH_2)_nO(CH_2)_n$-phenyl, or
—$(CH_2)_nS(CH_2)_n$-phenyl.

19. **(Original)** A compound according to Claim 1 wherein each R^a is hydrogen;
R^1 is benzyloxycarbonyl; and
R^2 is —CH_2-naphthyl.

20. **(Previously Amended)** A compound in accordance with Claim 1

wherein each R^a is hydrogen; and

R^1 is benzyloxycarbonyl,



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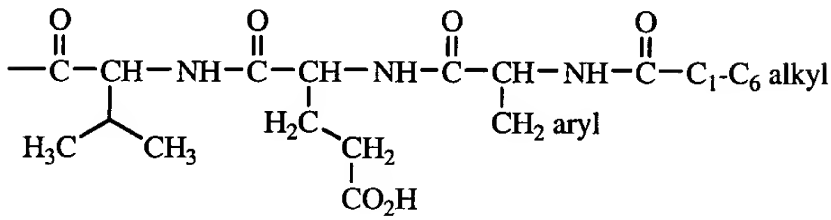

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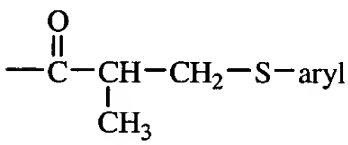
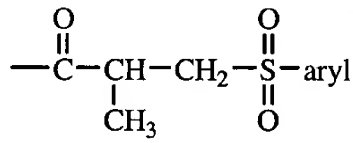


, or



21. (**Original**) A method of inhibiting interleukin-1β converting enzyme, the method comprising administering to a patient in need of inhibition of interleukin-1β converting enzyme a therapeutically effective amount of a compound of Claim 1.

22. (**Original**) A method of inhibiting Caspase-4, the method comprising administering to a patient in need of inhibition of Caspase-4 inhibition a Caspase-4 inhibiting amount of a compound of Claim 1.

23. (**Original**) A method of treating stroke, the method comprising administering to a patient having a stroke or having had a stroke a therapeutically effective amount of a compound of Claim 1.

24. (**Original**) A method of treating inflammatory diseases, the method comprising administering to a patient having an inflammatory disease a therapeutically effective amount of a compound of Claim 1.

25. (**Original**) The method of Claim 24 wherein the inflammatory disease is arthritis.

26. (**Original**) The method of Claim 24 wherein the inflammatory disease inflammatory bowel disease.

27. (**Original**) A method of treating reperfusion injury, the method of comprising administering to a patient having reperfusion injury a therapeutically effective amount of a compound of Claim 1.

28. (**Original**) A method of treating Alzheimer's disease, the method comprising administering to a patient having Alzheimer's disease a therapeutically effective amount of a compound of Claim 1.

29. (**Original**) A method of treating shigellosis, the method comprising administering to a patient having shigellosis a therapeutically effective amount of a compound of Claim 1.

30. (**Original**) A pharmaceutically acceptable composition that contains a compound of Claim 1.

31. (**Previously Cancelled**).

32. (**Previously Cancelled**).

33. (**Previously Cancelled**).

34. (**Previously Amended**) The compounds:
(S)-5-(Naphthalene-1-yl-acetoxy)-4-oxo-3-phenylacetylamino-pentanoic acid;
3-[(2-Carbamoyl-cyclopentanecarbonyl)-amino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-[(3-Carbamoyl-bicyclo[2.2.1]heptane-2-carbonyl)-amino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(3-Methanesulfonyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(3-Benzenesulfonyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-Butyrylamino-5-(naphthalen-2-yl-acetoxy)-4-oxo-pentanoic acid;
3-Acetylamino-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(3-Methanesulfonyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(3-Methyl-butyrylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(3-Carbamoyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
[S-(R*,R*)]-3-(3-Acetylsulfanyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid; and
trans-3-[(3-Carbamoyl-cyclopentanecarbonyl)-amino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid.

35. (**Previously Cancelled**).

36. (**Previously Cancelled**).

37. (**Previously Cancelled**).

38. (**Original**) The compounds:
3-[(2-Carboxy-cyclohexanecarbonyl)-amino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-[(2-Methoxycarbonyl-cyclohexanecarbonyl)-amino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid; and
3-[(2-Carbamoyl-cyclohexanecarbonyl)-amino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid.

39. (**Original**) The compounds:
3-(3-Benzylsulfanyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(2-Methyl-3-phenylmethanesulfonyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-[3-(2-Carboxy-ethanesulfanyl)-2-methyl-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
5-(2-Benzyl-3-phenyl-propionyloxy)-3-[3-(2-carboxy-ethanesulfonyl)-2-methyl-propionyl amino]-4-oxo-pentanoic acid;
5-(2-Benzyl-3-phenyl-propionyloxy)-3-[3-(3-carboxy-propane-1-sulfinyl)-2-methyl-propionylamino]-4-oxo-pentanoic acid;
5-(Naphthalen-1-yl-acetoxy)-4-oxo-3-(2-phenylmethanesulfanyl-propionylamino)-pentanoic acid;
3-(2-Methyl-3-phenylsulfanyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
5-(2-Benzyl-3-phenyl-propionyloxy)-3-(2-methyl-3-phenylsulfanyl-propionylamino)-4-oxo-pentanoic acid;
3-(2-Methyl-3-phenethylsulfanyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
5-(2-Benzyl-3-phenyl-propionyloxy)-3-(2-methyl-3-phenethylsulfanyl-propionylamino)-4-oxo-pentanoic acid;
5-(2-Benzyl-3-phenyl-propionyloxy)-3-(3-benzylsulfanyl-2-methyl-propionylamino)-4-oxo-pentanoic acid;
5-(2-Benzyl-3-phenyl-propionyloxy)-3-(2-benzylsulfanyl-propionylamino)-4-oxo-pentanoic acid;
3-[2-Methyl-3-(3-phenyl-propylsulfanyl)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-(3-Benzenesulfonyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-(3-Benzenesulfonyl-2-methyl-propionylamino)-5-(2-benzyl-3-phenyl-propionyloxy)-4-oxo-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-3-[2-methyl-3-(2-phenyl-ethanesulfonyl)-propionyl amino]-4-oxo-pentanoic acid;

3-[2-Methyl-3-(2-phenyl-ethanesulfonyl)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

5-(Naphthalen-1-yl-acetoxy)-4-oxo-3-(2-phenylmethanesulfonyl-propionylamino)-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-3-(2-methyl-3-phenylmethanesulfonyl-propionyl amino)-4-oxo-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-4-oxo-3-(2-phenylmethanesulfonyl-propionylamino)-pentanoic acid;

3-[2-Methyl-3-(3-phenyl-propane-1-sulfonyl)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-3-[2-methyl-3-(3-phenyl-propane-1-sulfonyl)-propionylamino]-4-oxo-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-3-[3-(2-carboxy-ethylsulfanyl)-2-methyl-propionyl amino]-4-oxo-pentanoic acid;

3-[3-(3-Carboxy-propylsulfanyl)-2-methyl-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-3-[3-(3-carboxy-propylsulfanyl)-2-methyl-propionyl amino]-4-oxo-pentanoic acid;

3-(3-Carboxymethylsulfanyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-3-(3-carboxymethylsulfanyl-2-methyl-propionyl amino)-4-oxo-pentanoic acid;

3-[3-(2-Carboxy-ethanesulfonyl)-2-methyl-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-[3-(3-Carboxy-propane-1-sulfonyl)-2-methyl-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-(3-Carboxymethanesulfonyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-3-[3-(3-carboxy-propane-1-sulfonyl)-2-methyl propionylamino]-4-oxo-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-3-(3-carboxymethanesulfonyl-2-methyl-propionyl amino)-4-oxo-pentanoic acid;

3-[3-(3-Carboxy-propane-1-sulfinyl)-2-methyl-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-[2-Methyl-3-(3-phenyl-propane-1-sulfinyl)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid; and

5-(2-Benzyl-3-phenyl-propionyloxy)-3-[2-methyl-3-(3-phenyl-propane-1-sulfinyl)-propionylamino]-4-oxo-pentanoic acid.

40. (**Original**) The compounds:

3-[3-Methyl-2-(phenethylcarbamoyl-methyl)-butyrylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid; and

3-(3-Carboxy-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid.

41. (**Original**) The compound:

3-(2-Methyl-3-sulfamoyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid.

42. (**Previously Cancelled**).

43. (**Previously Cancelled**).

44. (**Previously Added**) The compounds:

3-Benzyloxycarbonylamino-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-Benzyloxycarbonylamino-4-oxo-5-(3-phenyl-propionyloxy)-pentanoic acid;

3-Benzyloxycarbonylamino-5-(3-cyclohexyl-propionyloxy)-4-oxo-pentanoic acid;

3-Benzyloxycarbonylamino-5-[(naphthalene-1-yl-oxy)-acetoxy]-4-oxo-pentanoic acid;

3-Benzyloxycarbonylamino-4-oxo-5-phenoxyacetoxy-pentanoic acid;

3-Benzyloxycarbonylamino-4-oxo-5-phenylsulfanylacetoxy-pentanoic acid;

3-Benzyloxycarbonylamino-5-[(6-methoxy-naphthalene-1-yl)-acetoxy]-4-oxo-pentanoic acid;

3-Benzyloxycarbonylamino-5-(naphthalene-2-yl-acetoxy)-4-oxo-pentanoic acid;

3-Benzyloxycarbonylamino-5-(3-naphthalene-2-yl-propionyloxy)-4-oxo-pentanoic acid;

3-Benzyloxycarbonylamino-5-(3,3-diphenyl-propionyloxy)-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-(2-naphthalene-1-yl-propionyloxy)-4-oxo-pentanoic acid;
5-[(Acetyl-phenyl-amino)-acetoxy]-3-benzyloxycarbonyl-amino-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-(2-benzyl-3-phenyl-propionyloxy)-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-(hydroxy-naphthalene-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-4-oxo-5-[(phenyl-amino)-acetoxy]-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(6-hydroxy-naphthalene-1-yl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-[3-(4-hydroxy-phenyl)-2-naphthalene-1-yl-propionyloxy)-4-oxo-pentanoic acid;
(S)-3-Benzyloxycarbonylamino-4-oxo-5-phenylacetoxy-pentanoic acid;
(S)-3-Benzyloxycarbonylamino-4-oxo-5-(4-phenyl-butyryloxy)-pentanoic acid;
3-Benzyloxycarbonylamino-4-oxo-5-[(4-phenyl-naphthalen-1-yl)-acetoxy]-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(4-methyl-naphthalen-1-yl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-4-oxo-5-[(4-thiophen-2-yl-naphthalen-1-yl)-acetoxy]-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(4-fluoro-naphthalen-1-yl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(2-methyl-naphthalen-1-yl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(2-fluoro-naphthalen-1-yl)-acetoxy]-4-oxo-pentanoic acid;
5-[(4-Benzyl-naphthalen-1-yl)-acetoxy]-3-benzyloxycarbonylamino-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(3,4-dihydro-naphthalen-1-yl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-(3,4-diphenyl-butyryloxy)-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-4-oxo-5-(3-phenyl-3-phenylamino-propionyloxy)-pentanoic acid;
3-Benzyloxycarbonylamino-4-oxo-5-[(1,2,3,4-tetrahydro-naphthalen-2-yl)-acetoxy]-pentanoic acid;
3-Benzyloxycarbonylamino-4-oxo-5-[(2,3,5,6-tetramethyl-phenyl)-acetoxy]-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(2,3-dichloro-phenyl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(5-methyl-naphthalen-1-yl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(2-iodo-phenyl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(5-methoxy-naphthalen-1-yl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(8-methyl-naphthalen-1-yl)-acetoxy]-4-oxo-pentanoic acid;

3-Benzyloxycarbonylamino-5-[(9H-fluoren-9-yl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-[(10,11-dihydro-5H-dibenzo[a,d]cyclohepten-5-yl)-acetoxy]-4-oxo-pentanoic acid;
3-Benzyloxycarbonylamino-5-(2-benzyl-3-phenyl-propionyloxy)-4-oxo-pentanoic acid; and
3-Benzyloxycarbonylamino-5-[(5-cyano-naphthalen-1-yl)-acetoxy]-4-oxo-pentanoic acid.

45. **(Previously Added)** The compounds:
[S-(R*,R*)]-3-(2-Acetylamino-propionylamino)-5-(naphthalene-1-yl-acetoxy)-4-oxo-pentanoic acid;
5-(Naphthalen-1-yl-acetoxy)-4-oxo-3-[(thiophene-3-carbonyl)-amino]-pentanoic acid;
3-(2-Methanesulfonylamino-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-[2-(2-Acetylamino-4-phenyl-butyrylamino)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(2-Acetylamino-butyrylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-[2-(4-Carbamoyl-butyrylamino)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(2-Benzyloxycarbonylamino-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
5-(Naphthalen-1-yl-acetoxy)-4-oxo-3-(2-ureido-propionylamino)-pentanoic acid;
3-(2-Acetylamino-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(2-Acetylamino-acetylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-(2-Acetylamino-propionylamino)-5-(3,3-diphenyl-propionyloxy)-4-oxo-pentanoic acid;
3-[2-(2-Acetylamino-4-carboxy-butyrylamino)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
5-(Naphthalen-1-yl-acetoxy)-4-oxo-3-[2-(3-phenyl-propionylamino)-propionylamino]-pentanoic acid;
3-[2-(3-Methyl-butyrylamino)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid; and
3-(4-Carbamoyl-butyrylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid.

46. **(Previously Added)** The compounds:
3-(2-Methyl-3-phenethylcarbamoyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-[3-Methyl-2-(3-phenyl-propionylamino)-butyrylamino]-4-oxo-5-[(1-oxo-

1,2,3,4-tetrahydro-naphthalen-2-yl)-acetoxy]-pentanoic acid;

5-(Naphthalen-2-yl-acetoxy)-4-oxo-3-[2-(1-oxo-3,4-dihydro-1H-isoquinolin-2-yl)-acetylamino]-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-4-oxo-3-[2-(1-oxo-1,2,3,4-tetrahydro-naphthalen-2-yl)-acetylamino]-pentanoic acid;

4-Oxo-5-[(1-oxo-1,2,3,4-tetrahydro-naphthalen-2-yl)-acetoxy]-3-[2-(1-oxo-1,2,3,4-tetrahydro-naphthalen-2-yl)-acetylamino]-pentanoic acid;

3-(2-Acetylamino-3-methyl-butyrylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-(2-Acetylamino-3-methyl-butyrylamino)-5-(2-benzyl-3-phenyl-propionyloxy)-4-oxo-pentanoic acid;

3-(2-Acetylamino-3-methyl-butyrylamino)-5-(3-benzyl-4-phenyl-butyryloxy)-4-oxo-pentanoic acid;

3-(2-Acetylamino-3-methyl-butyrylamino)-5-(4-benzyl-5-phenyl-pentanoyloxy)-4-oxo-pentanoic acid;

3-(2-Acetylamino-3-methyl-butyrylamino)-4-oxo-5-[(1-oxo-1,2,3,4-tetrahydro naphthalen-2-yl)-acetoxy]-pentanoic acid; and

5-(3-Benzyl-4-phenyl-butyryloxy)-3-[3-methyl-2-(3-phenyl-propionylamino)-butyrylamino]-4-oxo-pentanoic acid.

47. **(Previously Added)** The compounds:

3-[2-(2-Benzyloxycarbonylamino-4-carboxy-butyrylamino)-3-methyl-butyrylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-[2-(2-Benzyloxycarbonylamino-3-methyl-butyrylamino)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-(2-Acetylamino-3-methyl-butyrylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-[2-(2-Benzyloxycarbonylamino-3-methyl-butyrylamino)-propionylamino]-5-(3,3-diphenyl-propionyloxy)-4-oxo-pentanoic acid;

3-[2-(2-Benzyloxycarbonylamino-3-methyl-butyrylamino)-propionylamino]-5-(2-benzyl-3-phenyl-propionyloxy)-4-oxo-pentanoic acid;

3-[2-(2-Benzyloxycarbonylamino-3-methyl-butyrylamino)-propionylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

5-(2-Benzyl-3-phenyl-propionyloxy)-3-{2-[4-carboxy-2-(3-phenyl-propionyl amino)-butyrylamino]-3-methyl-butyrylamino}-4-oxo-pentanoic acid;

3-(2-Benzyloxycarbonylamino-3-methyl-butyrylamino)-5-(3,3-diphenyl-propionyloxy)-4-oxo-pentanoic acid;

3-(2-Acetylamino-3-hydroxy-butyrylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-(2-Acetylamino-3-hydroxy-butyrylamino)-5-(3,3-diphenyl-propionyloxy)-4-oxo-pentanoic acid; and

5-(3,3-Diphenyl-propionyloxy)-4-oxo-3-[2-(4-phenyl-butyrylamino)-propionyl amino]-pentanoic acid.

48. **(Previously Added)** The compounds:

3-(2-{2-[2-Acetylamino-3-(4-hydroxy-phenyl)-propionylamino]-4-carboxy-butyrylamino}-3-methyl-butyrylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid.

49. **(Previously Added)** The compounds:

3-(3-Carbamoyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-(2-Benzyloxycarbonylamino-3-methyl-naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-[(2-Carbamoyl-cyclopentanecarbonyl)-amino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-(2-{2-[2-Acetylamino-3-(4-hydroxy-phenyl)-propionylamino]-4-carboxy-butyrylamino}-3-methyl-butyrylamino)-5-(2-benzyl-3-phenyl-propionyloxy)-4-oxo-pentanoic acid;

3-(3-Carbamoyl-2-methyl-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-(2-Carbamoylmethyl-3-methyl-butyrylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

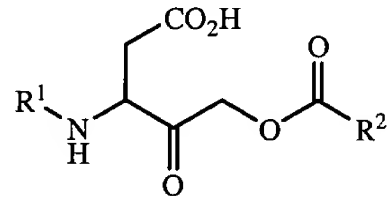
3-(3-Benzyloxy-2-ureido-propionylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-[2-(2-Benzyloxycarbonylamino-4-carboxy-butyrylamino)-3-methyl-butyrylamino]-5-(2-benzyl-3-phenyl-propionyloxy)-4-oxo-pentanoic acid;

3-{2-[4-Carboxy-2-(3-phenyl-propionylamino)-butyrylamino]-3-methyl-butyrylamino}-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid; and

3-[2-(2-Acetylamino-4-carboxy-butyrylamino)-3-methyl-butyrylamino]-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid.

50. **(Currently Amended)** A compound of the Formula I



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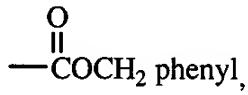
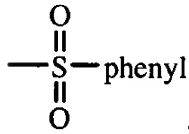
wherein R^1 is





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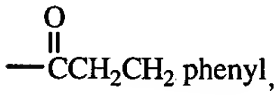

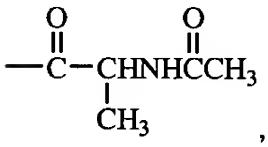

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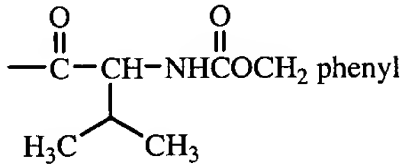

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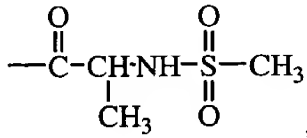

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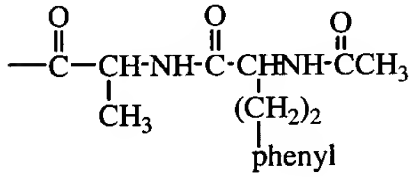

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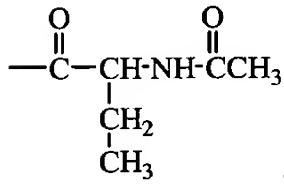

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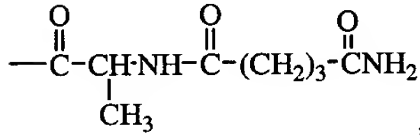

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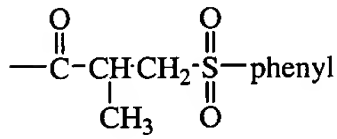

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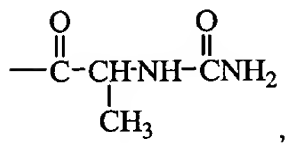

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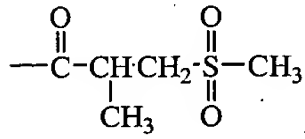

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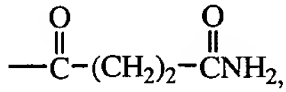

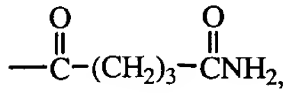

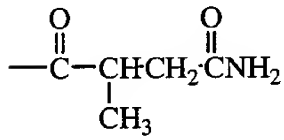

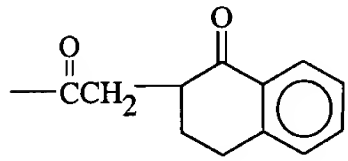

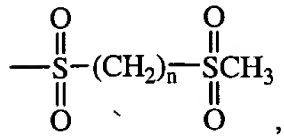

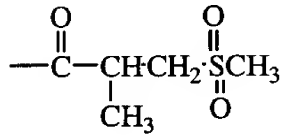

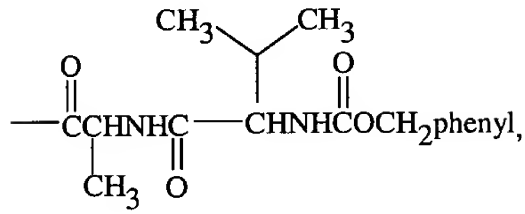

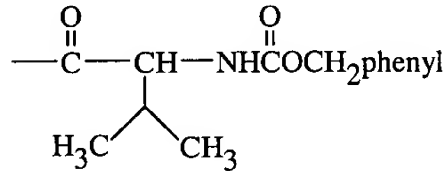

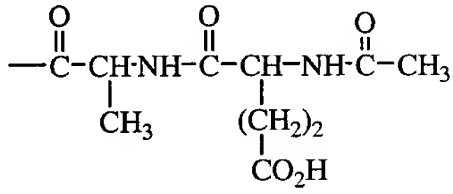

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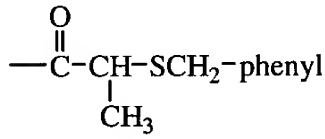

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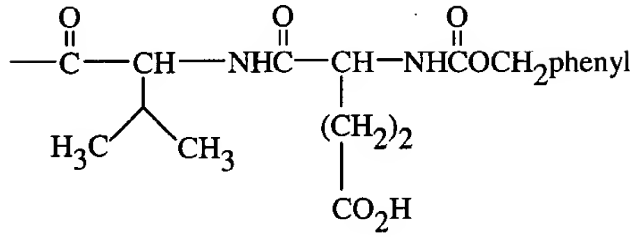

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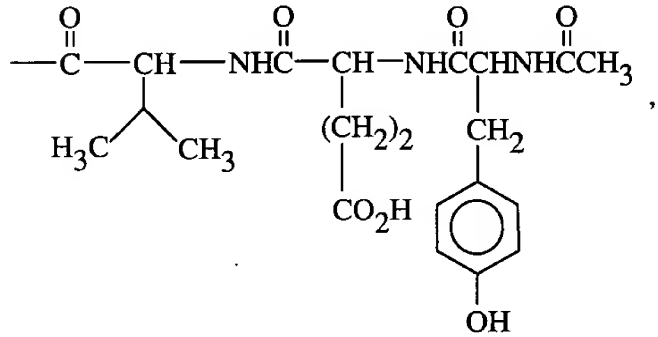

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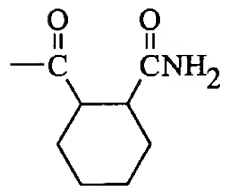

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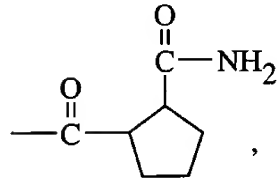

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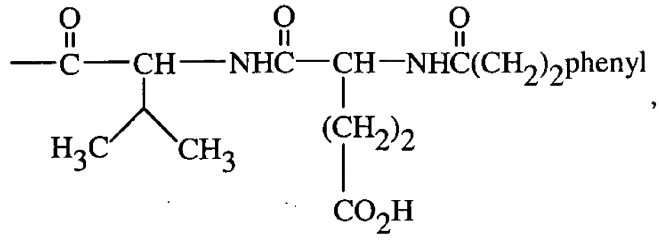

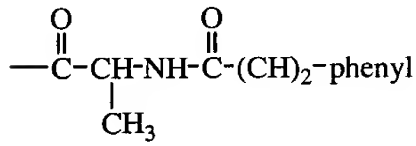

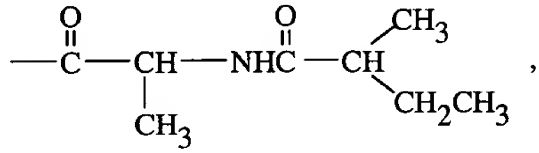

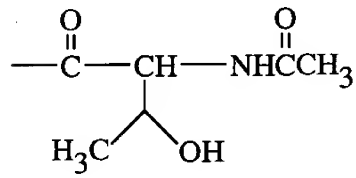

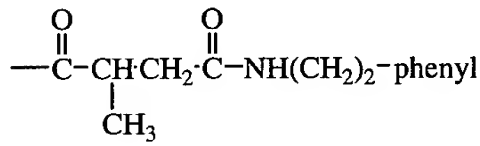

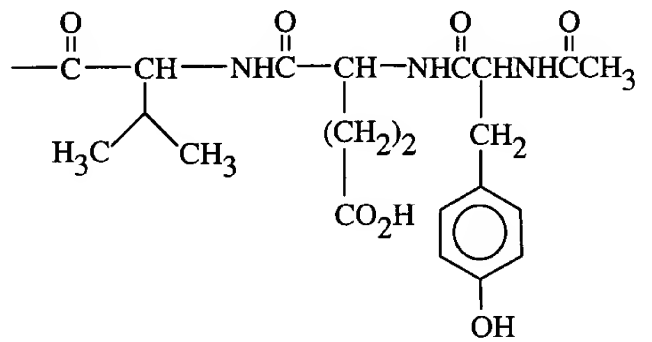

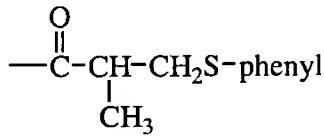

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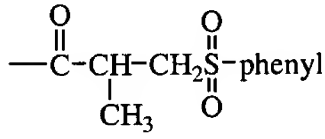

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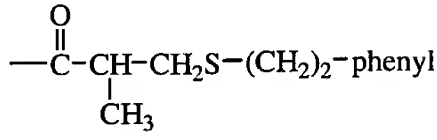

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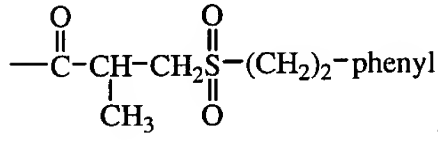

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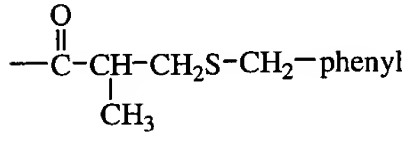

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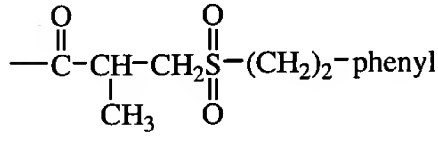

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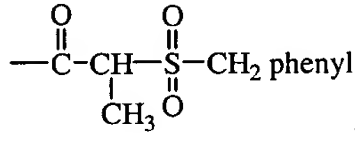

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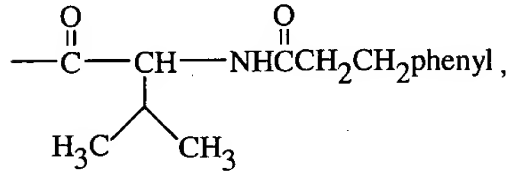
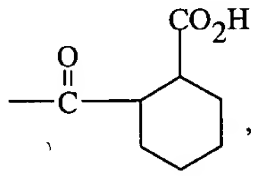
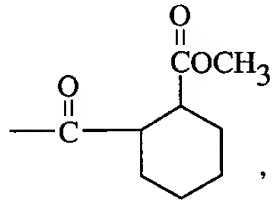
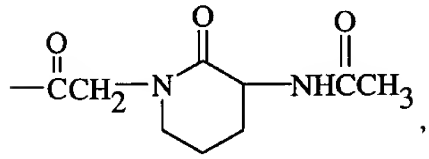
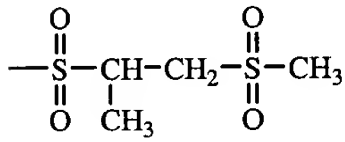
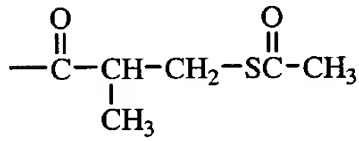


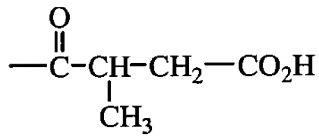


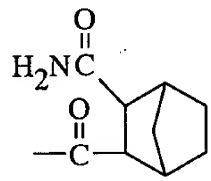


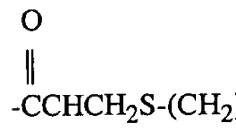




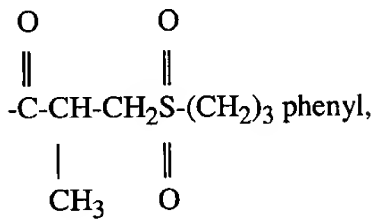


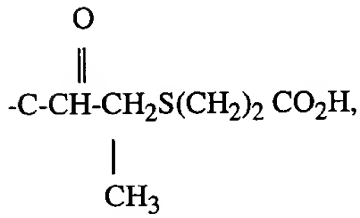


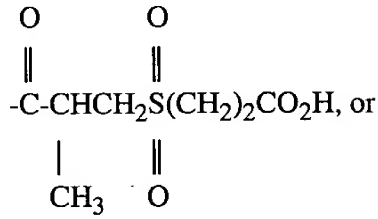


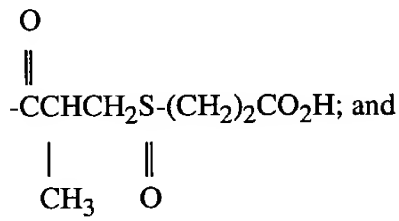


-CCHCH$_2$S-(CH$_2$)$_3$-phenyl,









R^2 is

$-CH_2CH_2$ phenyl,

$-CH_2$ naphthyl,

$-CH_2CH_2$ cyclohexyl,

$-CH_2O$ naphthyl,

$-CH_2O$ phenyl,

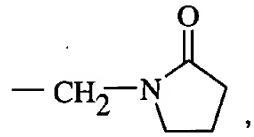
$-CH_2S$-phenyl,

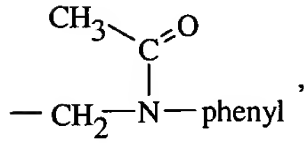
$-CH_2$-substituted naphthyl,

$-CH_2CH(\text{phenyl})_2$,

$-(CH_2)_3$-phenyl,

-CH-naphthyl,
|
CH_3

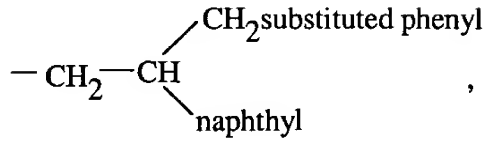




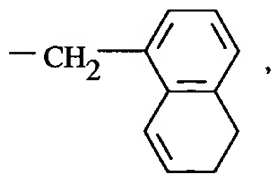
$-CH[CH_2\text{phenyl}]_2$,

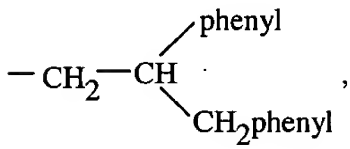
-CH-naphthyl,
|
OH

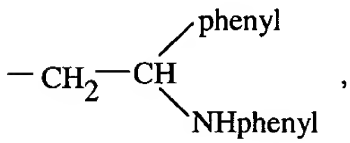
-CH_2-NH phenyl,

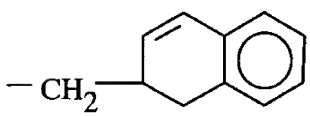


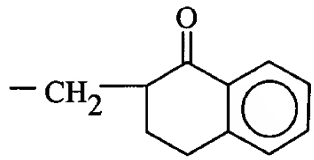
-CH_2-naphthyl-phenyl,
-CH_2-fluorenyl,
-CH_2-naphthyl-CH_2 phenyl,
-CH_2-substituted phenyl,



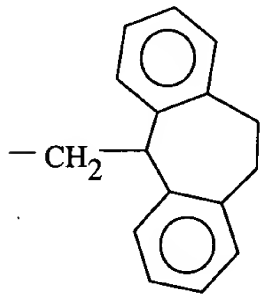








, or

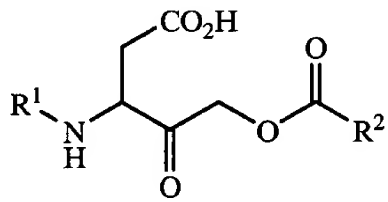


,

each n is independently 0 to 3, and the pharmaceutically acceptable~~,~~ salts~~, esters, amides, and prodrugs~~ thereof.

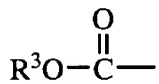
51. (**Previously Added**) The compounds:
3-Benzenesulfonylamino-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid;
3-Methoxycarbonylamino-5-(naphthalene-1-yl-acetoxy)-4-oxo-pentanoic acid;
5-(Naphthalene-1-yl-acetoxy)-4-oxo-3-(3-phenyl-propionylamino)-pentanoic acid;
3-Methoxycarbonylamino-4-oxo-5-phenoxyacetoxy-pentanoic acid; and
3-(2-Methanesulfonyl-1-methyl-ethylsulfanylamino)-5-(naphthalen-1-yl-acetoxy)-4-oxo-pentanoic acid.

52. (**Currently Amended**) A compound of the Formula I



I

wherein R^1 is



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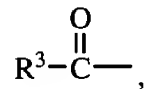

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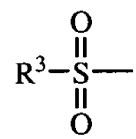

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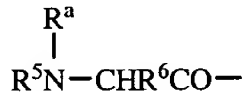
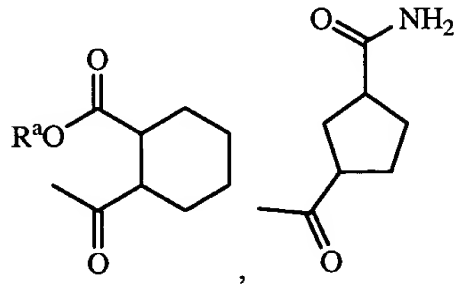


,



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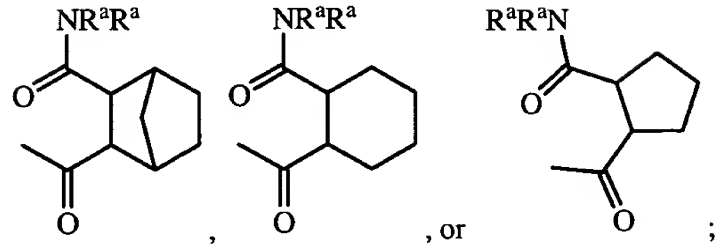


, or ;

each R^a is independently hydrogen, C_1-C_6 alkyl, or -$(CH_2)_n$ aryl;

R^2 is —$(CRR)_n$-aryl,

—$(CRR)_n$-X-aryl,

—$(CRR)_n$-(substituted-aryl), provided that the aryl group is not substituted with alkoxy, halogen, or trifluoromethyl,

—$(CRR)_n$-X-(substituted-aryl),

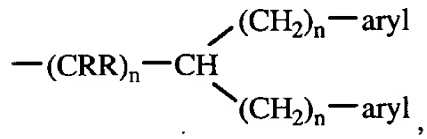
—$(CRR)_n$-aryl-aryl,

—$(CRR)_n$-aryl-$(CH_2)_n$-aryl,

—$(CRR)_n$-CH(aryl)$_2$,

—$(CRR)_n$-cycloalkyl,

—$(CRR)_n$-X-cycloalkyl,



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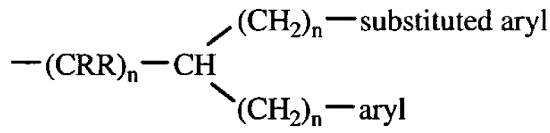
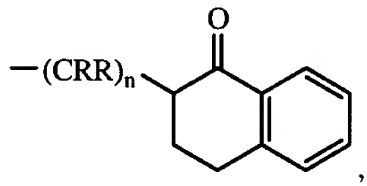
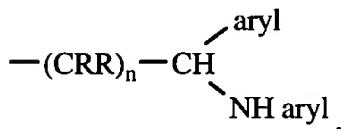

(CH2)n—substituted aryl
—(CRR)n—CH
(CH2)n—aryl

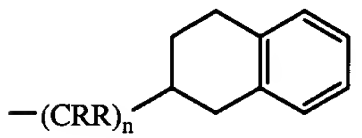
,


O
—(CRR)n

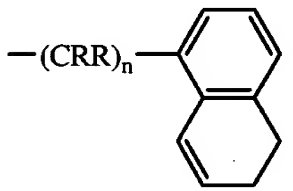
,


aryl
—(CRR)n—CH
NH aryl

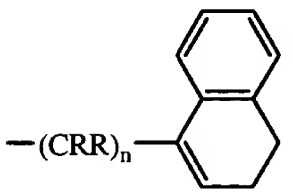
,


—(CRR)n

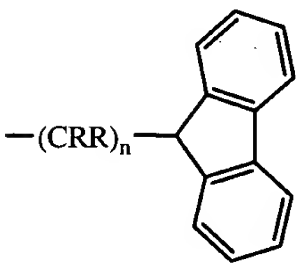
,


—(CRR)n

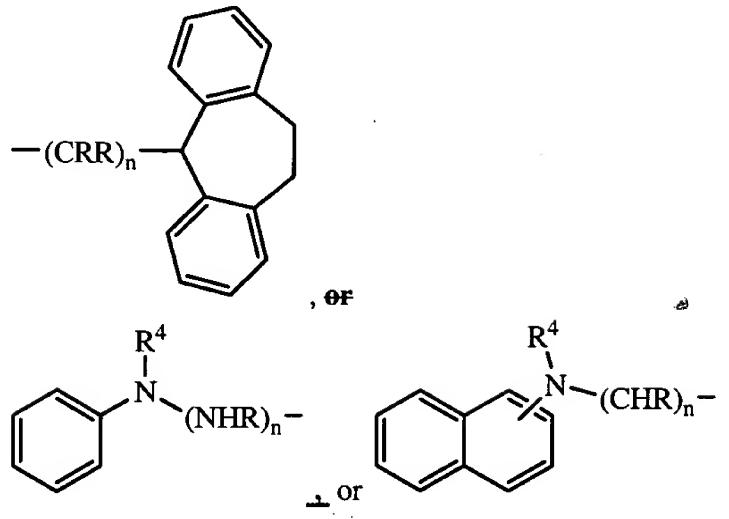
,


—(CRR)n

,


—(CRR)n

,



each R is independently hydrogen, C_1-C_6 alkyl, halogen or hydroxy;

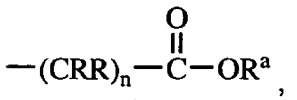
X is O or S;

R^3 is C_1-C_6 alkyl,

aryl,

—$(CHR)_n$-aryl,

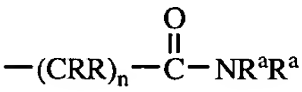
—$(CHR)_n$-substituted aryl,

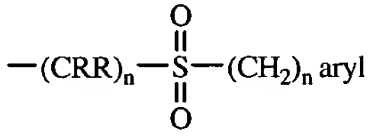


—$(CRR)_nO(CH_2)_n$-aryl,

cycloalkyl,

substituted cycloalkyl,





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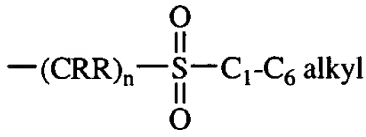

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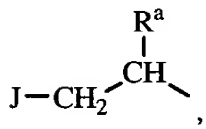

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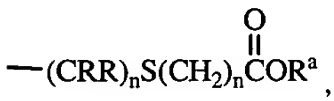

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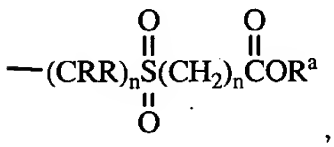

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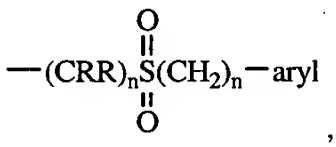

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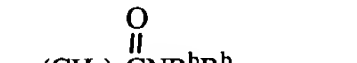
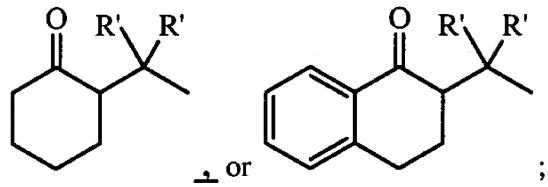




each R′ is independently C_1-C_6 alkyl,

C_1-C_6 alkylaryl,

aryl, or

hydrogen;

each J is independently

$—CO_2R^b$,

$—CONR^bR^b$,

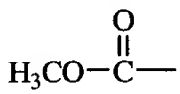
$—SO_2NR^bR^b$, or

$—SO_2R^b$;

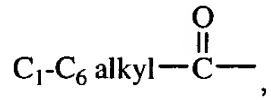
each R^b is independently hydrogen, C_1-C_6 alkyl, aryl, substituted aryl, arylalkyl, or substituted arylalkyl;

R^4 is hydrogen,

C_1-C_6 alkyl,

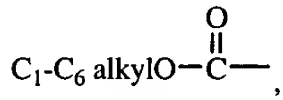


—phenyl, or

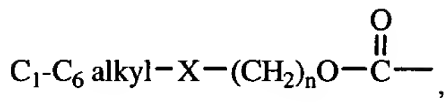


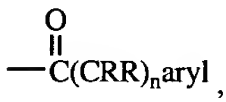
R^5 is C_1-C_6 alkyl-CO—,

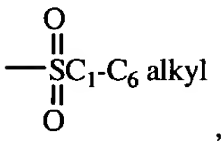
—$(CH_2)_n$aryl,

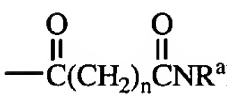


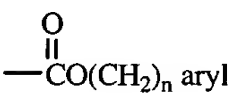
C_1-C_6-alkyl-X-$(CH_2)_n$CO,

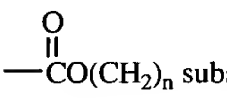


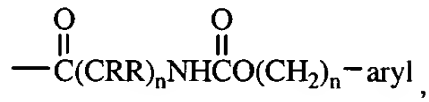


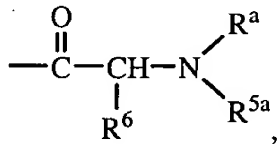








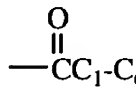


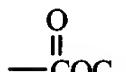


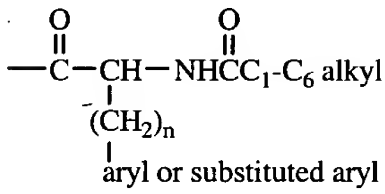
$-(CH_2)_nX(CH_2)_n$-aryl, or

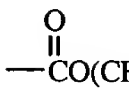
$-C_1$-C_6 alkyl X-C_1-C_6 alkyl aryl;

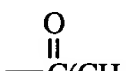
R^{5a} is







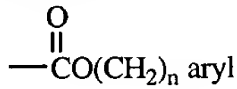




R^6 is hydrogen, C_1-C_6 alkyl, $-(CH_2)_n$ aryl, $-(CH_2)_nCO_2R^a$, or hydroxyl substituted C_1-C_6 alkyl;

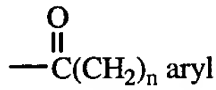
each n is independently 0 to 3,

provided that when R^{5a} is



then n is 0, 2, or 3, and

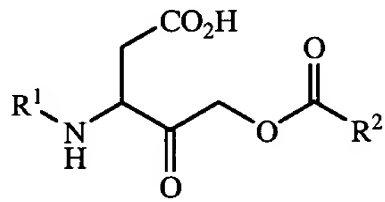
provided that when R^{5a} is



then n is 0, 1, or 3,

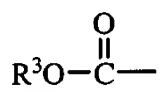
and the pharmaceutically acceptable salts thereof.

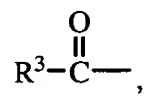
53. (**Currently Added**) A compound of the Formula I

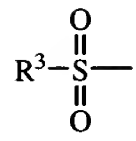


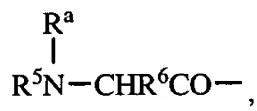
I

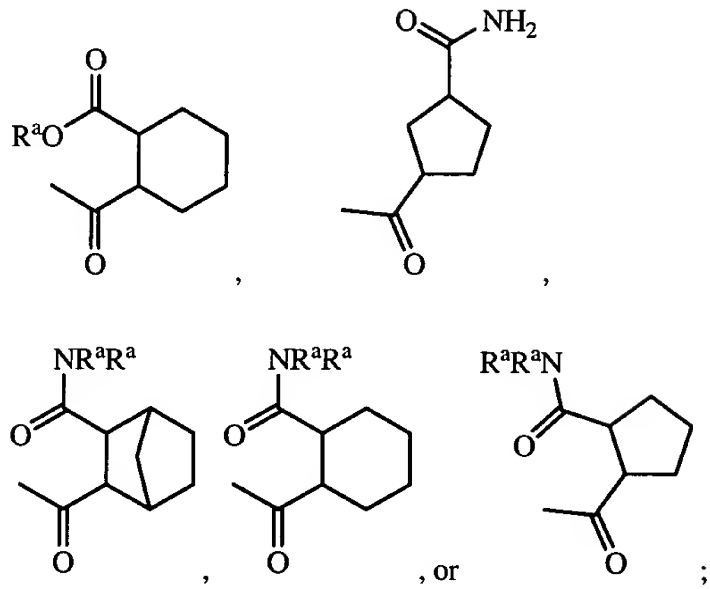
wherein R^1 is





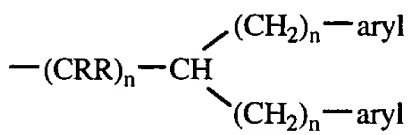


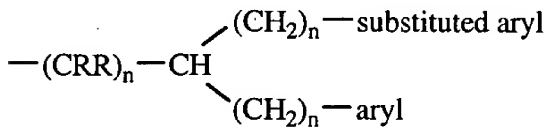


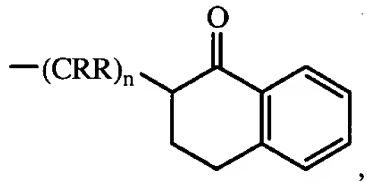


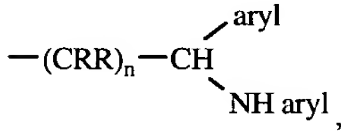
each R^a is independently hydrogen, C_1-C_6 alkyl, or -$(CH_2)_n$ aryl;

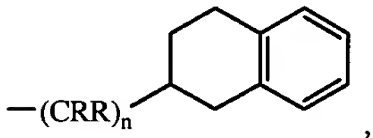
R^2 is —$(CRR)_n$-aryl,
—$(CRR)_n$-X-aryl,
—$(CRR)_n$-X-(substituted-aryl),
—$(CRR)_n$-aryl-aryl,
—$(CRR)_n$-aryl-$(CH_2)_n$-aryl,
—$(CRR)_n$-CH(aryl)$_2$,
—CRR)$_n$-cycloalkyl,
—$(CRR)_n$-X-cycloalkyl,

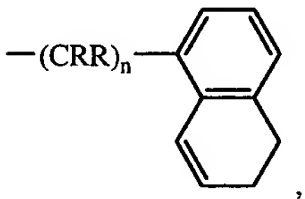


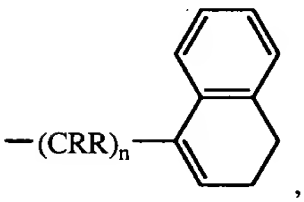


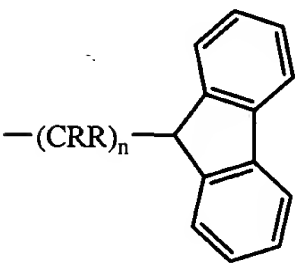


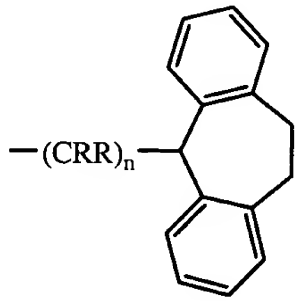




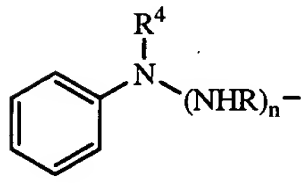




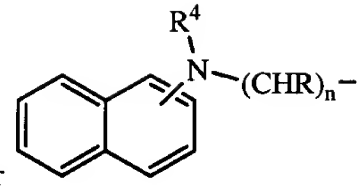




, ~~or~~



, or



;

each R is independently hydrogen, C_1-C_6 alkyl, halogen or hydroxy;

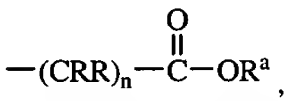
X is O or S;

R^3 is C_1-C_6 alkyl,

aryl,

—$(CHR)_n$-aryl,

—$(CHR)_n$-substituted aryl,

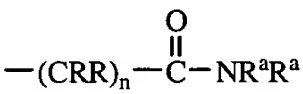


,

—$(CRR)_nO(CH_2)_n$-aryl,

cycloalkyl,

substituted cycloalkyl,



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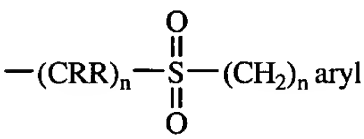

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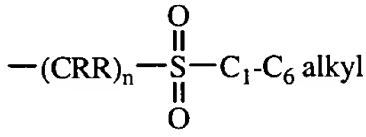

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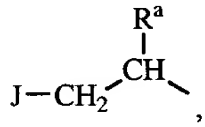

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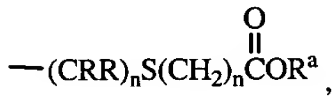

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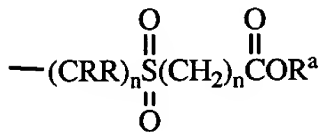

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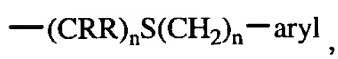

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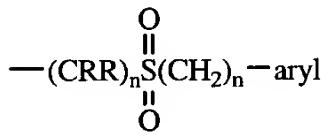

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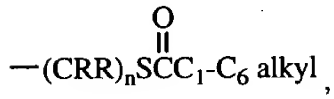

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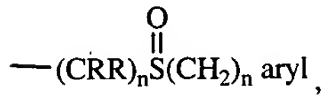

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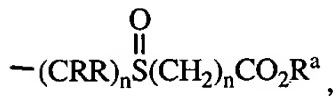

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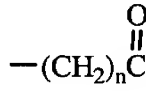

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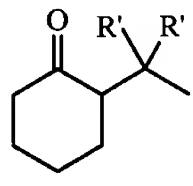
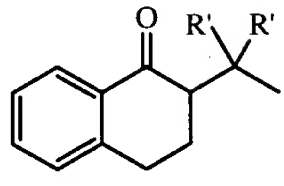


or



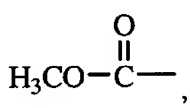
;

each R′ is independently C_1-C_6 alkyl,
C_1-C_6 alkylaryl,
aryl, or
hydrogen;

each J is independently
$—CO_2R^b$,
$—CONR^bR^b$,
$—SO_2NR^bR^b$, or
$—SO_2R^b$;

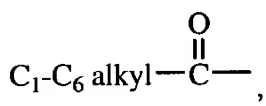
each R^b is independently hydrogen, C_1-C_6 alkyl, aryl, substituted aryl, arylalkyl, or substituted arylalkyl;

R^4 is hydrogen,
C_1-C_6 alkyl,



,

—phenyl, or



,

R^5 is C_1-C_6 alkyl-CO—,

—$(CH_2)_n$aryl,

C_1-C_6 alkyl$O-\overset{\overset{O}{\|}}{C}-$,

C_1-C_6-alkyl-X-$(CH_2)_n$CO,

C_1-C_6 alkyl$-X-(CH_2)_nO-\overset{\overset{O}{\|}}{C}-$,

$-\overset{\overset{O}{\|}}{C}(CRR)_n$aryl,

$-\overset{\overset{O}{\|}}{C}NR^aR^a$,

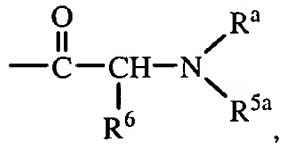
$-\overset{\overset{O}{\|}}{S}(=O)C_1$-$C_6$ alkyl,

$-\overset{\overset{O}{\|}}{C}(CH_2)_n\overset{\overset{O}{\|}}{C}NR^aR^a$,

$-\overset{\overset{O}{\|}}{C}O(CH_2)_n$ aryl,

$-\overset{\overset{O}{\|}}{C}O(CH_2)_n$ substituted aryl,

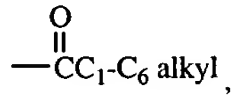
$-\overset{\overset{O}{\|}}{C}(CRR)_nNH\overset{\overset{O}{\|}}{C}O(CH_2)_n-$aryl,

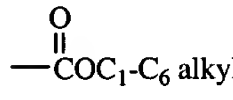


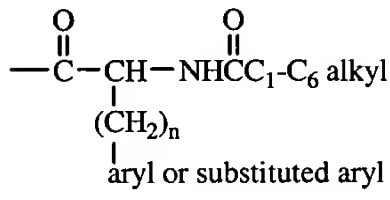
$-(CH_2)_nX(CH_2)_n$-aryl, or

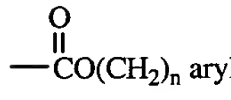
$-C_1$-C_6 alkyl X-C_1-C_6 alkyl aryl;

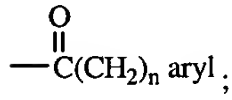
R^{5a} is







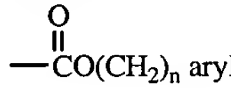




R^6 is hydrogen, C_1-C_6 alkyl, $-(CH_2)_n$ aryl, $-(CH_2)_nCO_2R^a$, or hydroxyl substituted C_1-C_6 alkyl;

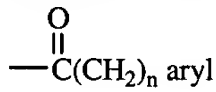
each n is independently 0 to 3,

provided that when R^{5a} is



then n is 0, 2, or 3, and

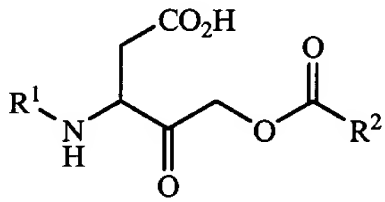
provided that when R^{5a} is



then n is 0, 1, or 3,

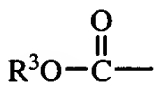
and the pharmaceutically acceptable salts thereof.

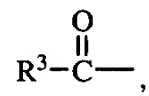
54. **(Currently Amended)** A compound of the Formula I

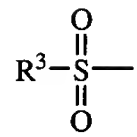


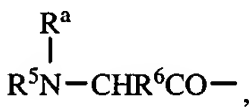
I

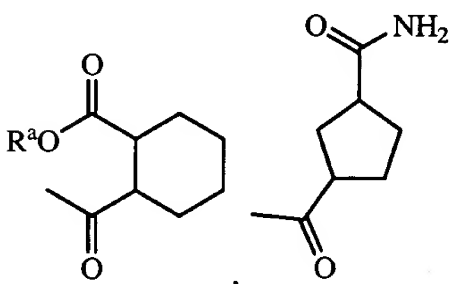
wherein R^1 is

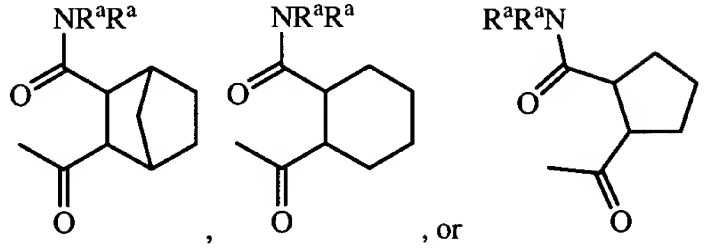






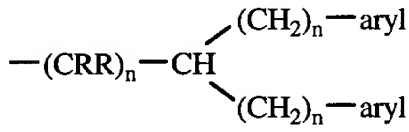


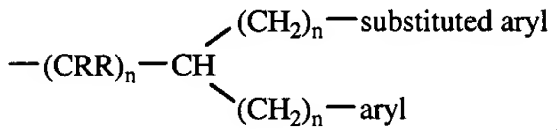


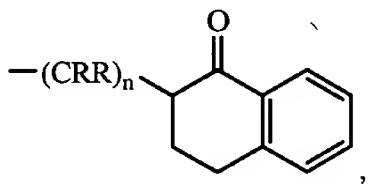


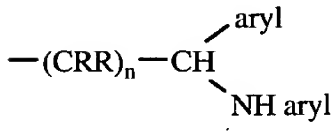
each R^a is independently hydrogen, C_1-C_6 alkyl, or -$(CH_2)_n$ aryl;

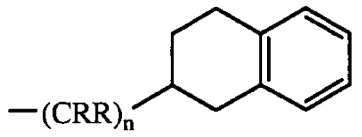
R^2 is —$(CRR)_n$-aryl,
—$(CRR)_n$-X-aryl,
—$(CRR)_n$-X-(substituted-aryl),
—$(CRR)_n$-aryl-aryl,
—$(CRR)_n$-aryl-$(CH_2)_n$-aryl,
—$(CRR)_n$-$CH(aryl)_2$,
—$CRR)_n$-cycloalkyl,
—$(CRR)_n$-X-cycloalkyl,







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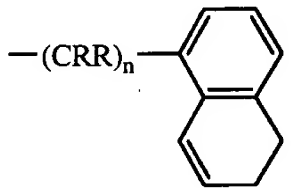
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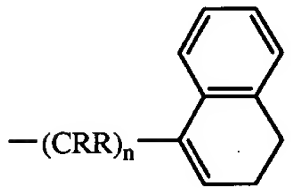
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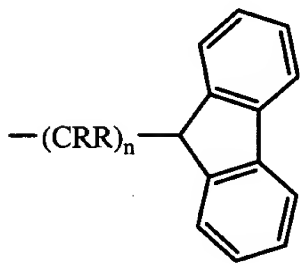
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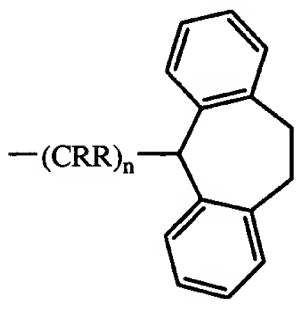
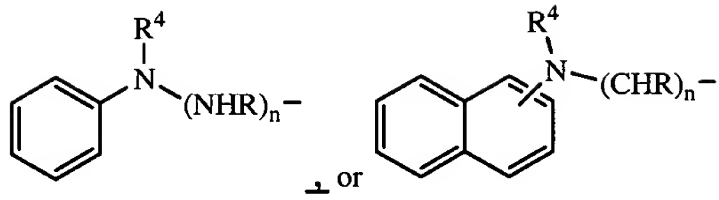

, ~~or~~


or

;

each R is independently hydrogen, C_1-C_6 alkyl, halogen or hydroxy;

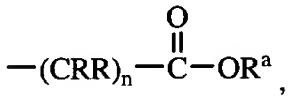
X is O or S;

R^3 is C_1-C_6 alkyl,

aryl,

$-(CHR)_n$-aryl,

$-(CHR)_n$-substituted aryl,

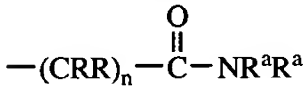


,

$-(CRR)_nO(CH_2)_n$-aryl,

cycloalkyl,

substituted cycloalkyl,



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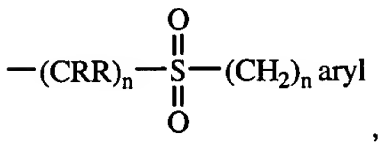

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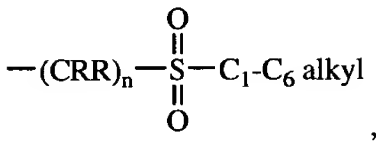

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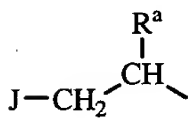

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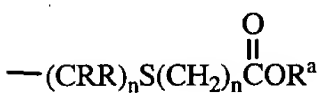

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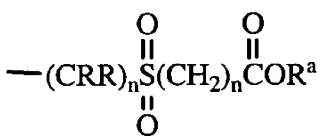


,

$$-(CRR)_nS(CH_2)_n-aryl,$$

$$-(CRR)_nS(=O)(=O)(CH_2)_n-aryl,$$

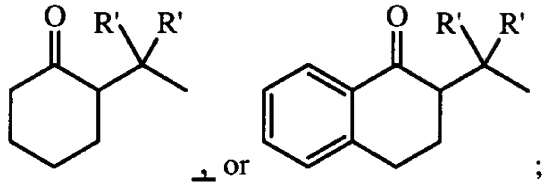
$$-(CRR)_nSC(=O)C_1\text{-}C_6\ alkyl,$$

$$-(CRR)_nS(=O)(CH_2)_n\ aryl,$$

$$-(CRR)_nS(=O)(CH_2)_nCO_2R^a,$$

$$-(CH_2)_nNHC(=O)C_1\text{-}C_6\ alkyl,$$

$$-(CH_2)_nC(=O)NR^bR^b,$$



or ;

each R′ is independently C_1-C_6 alkyl,
C_1-C_6 alkylaryl,
aryl, or
hydrogen;

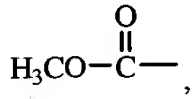
each J is independently
$-CO_2R^b$,

—$CONR^bR^b$,
—$SO_2NR^bR^b$, or
—SO_2R^b;

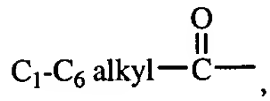
each R^b is independently hydrogen, C_1-C_6 alkyl, aryl, substituted aryl, arylalkyl, or substituted arylalkyl;

R^4 is hydrogen,

C_1-C_6 alkyl,

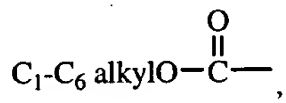


—phenyl, or

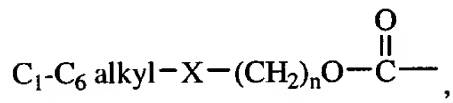


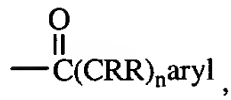
R^5 is C_1-C_6 alkyl-CO—,

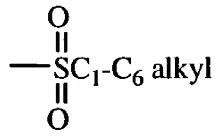
—$(CH_2)_n$aryl,



C_1-C_6-alkyl-X-$(CH_2)_n$CO,







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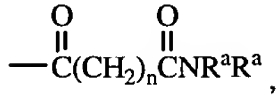

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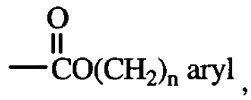

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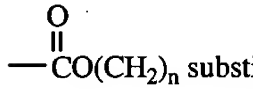

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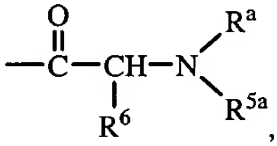
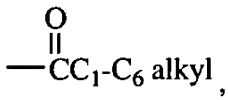


,

$-(CH_2)_nX(CH_2)_n$-aryl, or

$-C_1$-C_6 alkyl X-C_1-C_6 alkyl aryl;

R^{5a} is



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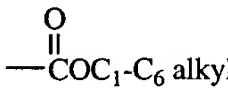
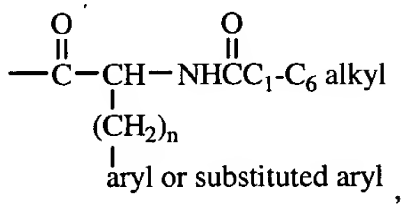


, or



R^6 is hydrogen, C_1-C_6 alkyl, —$(CH_2)_n$ aryl, —$(CH_2)_nCO_2R^a$, or hydroxyl substituted C_1-C_6 alkyl;

each n is independently 0 to 3,

and the pharmaceutically acceptable salts thereof.

55. (**Currently Amended**) A pharmaceutically acceptable ester, amide, or **other** prodrug of a compound of formula I according to Claim 1, wherein said ester is a C_5-C_7 cycloalkyl ester or an arylalkyl ester.

56. (**Previously Added**) The pharmaceutically acceptable ester of a compound of formula I according to Claim 55.

57. (**Previously Added**) The pharmaceutically acceptable amide of a compound of formula I according to Claim 55.

58. (**Previously Added**) The pharmaceutically acceptable prodrug of a compound of formula I according to Claim 55.

59. (**Previously Added**) The pharmaceutically acceptable amide of a compound of formula I according to Claim 57, wherein said amide is derived from ammonia, primary C_1-C_6 alkyl amines, and secondary C_1-C_6 dialkyl amines; wherein the alkyl groups are straight or branched chain.

60. (**Previously Added**) The pharmaceutically acceptable amide of a compound of formula I according to Claim 57, wherein said amide is derived from ammonia, primary C_1-C_3 alkyl amines, and secondary C_1-C_2 dialkyl amines; wherein the alkyl groups are straight or branched chain.

61. (**Cancelled**).